

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:) Chapter 11
)
FORESIGHT ENERGY LP,) Case No. 20-41308-659
a Delaware limited partnership,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 80-0778894)

In re:) Chapter 11
)
ADENA RESOURCES, LLC,) Case No. 20-41314
a Delaware limited liability company,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 20-5004649)

In re:) Chapter 11
)
AKIN ENERGY LLC,) Case No. 20-41326
a Delaware limited liability company,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 20-5231648)

In re:) Chapter 11
)
AMERICAN CENTURY MINERAL LLC,) Case No. 20-41330
a Delaware limited liability company,)
Debtor.) (Joint Administration Requested)
)
S.E.C. File No. 5725788)

In re:) Chapter 11
)
AMERICAN CENTURY TRANSPORT) Case No. 20-41322
LLC,)
a Delaware limited liability company,) (Joint Administration Requested)
Debtor.)
)
S.E.C. File No. 5725786)

In re:) Chapter 11
)
COAL FIELD CONSTRUCTION) Case No. 20-41334
COMPANY LLC,)
a Delaware limited liability company,) (Joint Administration Requested)
Debtor.)
)
Employer Tax I.D. No. 26-3795694)

In re:) Chapter 11
)
COAL FIELD REPAIR SERVICES LLC) Case No. 20-41329
a Delaware limited liability company,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 46-2249179)

In re:) Chapter 11
)
FORESIGHT COAL SALES LLC,) Case No. 20-41323
a Delaware limited liability company,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 26-3318620)

In re:) Chapter 11
)
FORESIGHT ENERGY EMPLOYEE) Case No. 20-41316
SERVICES CORPORATION,)
a Delaware corporation,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 38-3957023)

In re:) Chapter 11
)
FORESIGHT ENERGY FINANCE) Case No. 20-41333
CORPORATION,)
a Delaware corporation,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 27-3135321)

In re:) Chapter 11
)
FORESIGHT ENERGY GP LLC,) Case No. 20-41309
a Delaware limited liability company,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 90-0788332)

In re:) Chapter 11
)
FORESIGHT ENERGY LABOR LLC,) Case No. 20-41337
a Delaware limited liability company,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 32-0504176)

In re:) Chapter 11
)
FORESIGHT ENERGY LLC,) Case No. 20-41312
a Delaware limited liability company,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 20-5917685)

In re:) Chapter 11
)
FORESIGHT ENERGY SERVICES LLC,) Case No. 20-41319
a Delaware limited liability company,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 90-0776204)

In re:) Chapter 11
)
FORESIGHT RECEIVABLES LLC,) Case No. 20-41321
a Delaware limited liability company,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 38-3952250)

In re:) Chapter 11
)
HILLSBORO ENERGY LLC,) Case No. 20-41328
a Delaware limited liability company,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 20-5231639)

In re:) Chapter 11
)
HILLSBORO TRANSPORT LLC,) Case No. 20-41318
a Delaware limited liability company,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 38-3916881)

In re:) Chapter 11
)
LD LABOR COMPANY LLC,) Case No. 20-41324
a Delaware limited liability company,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 45-3848454)

In re:) Chapter 11
)
LOGAN MINING LLC,) Case No. 20-41325
a Delaware limited liability company,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 47-1762361)

In re:) Chapter 11
)
MACH MINING, LLC,) Case No. 20-41338
a Delaware limited liability company,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 73-1734826)

In re:) Chapter 11
)
MACOUPIN ENERGY LLC,) Case No. 20-41331
a Delaware limited liability company,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 26-2809005)

In re:) Chapter 11
)
MARYAN MINING LLC,) Case No. 20-41320
a Delaware limited liability company,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 26-4027085)

In re:) Chapter 11
)
M-CLASS MINING, LLC,) Case No. 20-41335
a Delaware limited liability company,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 26-0645272)

In re:) Chapter 11
)
OENEUS LLC,) Case No. 20-41313
a Delaware limited liability company,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 30-0306007)

In re:) Chapter 11
)
PATTON MINING LLC,) Case No. 20-41332
a Delaware limited liability company,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 26-4027251)

In re:) Chapter 11
)
SENECA REBUILD LLC,) Case No. 20-41311
a Delaware limited liability company,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 46-3150958)

In re:) Chapter 11
)
SITRAN LLC,) Case No. 20-41310
a Delaware limited liability company,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 26-1369962)

In re:) Chapter 11
)
SUGAR CAMP ENERGY, LLC,) Case No. 20-41336
a Delaware limited liability company,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 41-2178049)

In re:) Chapter 11
)
TANNER ENERGY LLC,) Case No. 20-41317
a Delaware limited liability company,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 38-3940409)

In re:) Chapter 11
)
VIKING MINING LLC,) Case No. 20-41325
a Delaware limited liability company,)
Debtor.) (Joint Administration Requested)
)
Employer Tax I.D. No. 46-1264981)

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|---------------------------------------|---|----------------------------------|
| In re: |) | Chapter 11 |
| |) | |
| WILLIAMSON ENERGY, LLC, |) | Case No. 20-41327 |
| a Delaware limited liability company, |) | |
| Debtor. |) | (Joint Administration Requested) |
| |) | |
| Employer Tax I.D. No. 81-0669143 |) | |

**DEBTORS' MOTION FOR ENTRY OF AN ORDER
AUTHORIZING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

Foresight Energy LP and its affiliated debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) respectfully state as follows in support of this motion (this “Motion”):

Relief Requested

1. By this Motion, the Debtors request entry of an order (the “Proposed Order”),¹ pursuant to sections 105(a) and 342(c)(1) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 1015 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 1015(B) of the Local Rules of Bankruptcy Procedure for the Eastern District of Missouri (the “Local Bankruptcy Rules”), (a) directing the joint administration and consolidation of these chapter 11 cases for procedural purposes only and (b) granting related relief. Specifically, the Debtors request that this Court maintain one file and one docket for all of the jointly administered cases under the case of Foresight Energy LP and that the cases be administered under a consolidated caption, as follows:

¹ A copy of the Proposed Order will be made available on the Debtors’ case information website at: <http://cases.primeclerk.com/foresightenergy>.

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
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)
FORESIGHT ENERGY LP, *et al.*,) Case No. 20-41308-659
)
Debtors.) (Jointly Administered)
)

2. The Debtors further request that the Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

3. The Debtors also seek the Court's direction that a separate docket entry be made on the docket of each of the Debtors' cases, other than the case of Foresight Energy LP, substantially stating as follows:

An order has been entered in this case directing the consolidation and joint administration for procedural purposes only of the chapter 11 cases of Foresight Energy LP (8894), Adena Resources, LLC (4649), Akin Energy LLC (1648), American Century Mineral LLC (SEC No. 5788), American Century Transport LLC (SEC No. 5786), Coal Field Construction Company LLC (5694), Coal Field Repair Services LLC (9179), Foresight Coal Sales LLC (8620), Foresight Energy Employee Services Corporation (7023), Foresight Energy Finance Corporation (5321), Foresight Energy GP LLC (8332), Foresight Energy Labor LLC (4176), Foresight Energy LLC (7685), Foresight Energy Services LLC (6204), Foresight Receivables LLC (2250), Hillsboro Energy LLC (1639), Hillsboro Transport LLC (6881), LD Labor Company LLC (8454), Logan Mining LLC (2361), Mach Mining, LLC (4826), Macoupin Energy LLC (9005), MaRyan Mining LLC (7085), M-Class Mining, LLC (5272), Oeneus LLC (6007), Patton Mining LLC (7251), Seneca Rebuild LLC (0985), Sitran LLC (9962), Sugar Camp Energy, LLC (8049), Tanner Energy LLC (0409), Viking Mining LLC (4981), and Williamson Energy, LLC (9143), and all subsequently filed chapter 11 cases of such debtors' affiliates, subject to the terms therein. The docket in the chapter 11 case of Foresight Energy LP, Case No. 20-41308-659 should be consulted for all matters affecting this case.

4. Finally, the Debtors seek authorization to file the monthly operating reports as may be arranged and agreed to between the Debtors and the Office of the United States Trustee for Region 13 (the “U.S. Trustee”), on a consolidated basis; provided, the Debtors’ proposed consolidated monthly operating reports will identify disbursements on a Debtor-by-Debtor basis.

Jurisdiction and Venue

5. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Rule 9.01(B)(1) of the Local Rules of the United States District Court for the Eastern District of Missouri. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

6. The statutory and legal predicates for the relief requested herein are section 105(a) of the Bankruptcy Code, Bankruptcy Rule 1015, and Local Bankruptcy Rule 1015(B).

Background

7. On the date hereof (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are a leading producer of thermal coal, with four mining complexes and nearly 2.1 billion tons of proven and probably coal reserves strategically located near multiple rail and river transportation access points in the Illinois Basin. The Debtors also own a barge-loading river terminal on the Ohio River. From this strategic position, the Debtors sell their coal primarily to electric utility and industrial companies located in the eastern half of the United States and across the international market.

8. The Debtors continue to manage and operate their businesses as debtors in possession under sections 1107 and 1108 of the Bankruptcy Code. No trustee, examiner or official committee has been appointed in these chapter 11 cases.

9. Information regarding the Debtors' businesses, their capital and debt structure, the events leading to the filing of these cases, and the terms and structure of the proposed restructuring transaction is set forth in the *Declaration of Robert D. Moore, President and Chief Executive Officer of Foresight Energy LP, in Support of Chapter 11 Petitions* (the "Moore Declaration"), the *Declaration of Alan Boyko, Senior Managing Director of FTI Consulting, Inc., in Support of Chapter 11 Petitions and First Day Relief* (the "Boyko Declaration"), and the Declaration of Seth Herman in support of the Debtors' motion for approval of debtor-in-possession financing and use of cash collateral (the "Herman Declaration," and together with the Moore Declaration and Boyko Declaration, the "First Day Declarations"),² each filed contemporaneously herewith.

Basis for Relief Requested

10. Bankruptcy Rule 1015(b) provides that "if two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." Fed. R. Bankr. P. 1015(b). In these chapter 11 cases, all of the Debtors are "affiliates" as that term is defined in section 101(2) of the Bankruptcy Code and, in most cases, are direct or indirect subsidiaries of Foresight Energy LP. Accordingly, this Court has the authority to grant the relief requested herein.

² The First Day Declarations are being filed in support of this Motion and are incorporated herein by reference. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the First Day Declarations.

11. Furthermore, section 105(a) of the Bankruptcy Code authorizes the requested relief. Section 105(a) of the Bankruptcy Code allows the Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code.]” 11 U.S.C. § 105(a). It permits a bankruptcy court to take whatever action “is appropriate or necessary in aid of the exercise of its jurisdiction.” 2 COLLIER ON BANKRUPTCY ¶ 105.01.

12. Joint administration of the Debtors’ respective estates will ease the administrative burden on the Court and all parties in interest in these chapter 11 cases. As set forth in the First Day Declarations, the Debtors’ operations are largely integrated. Various Debtors play a role in other Debtors’ capital structures through intercompany transactions and numerous parties have interests in the cases of multiple Debtors. Furthermore, many of the motions, applications, hearings, and orders that will arise in these chapter 11 cases will jointly affect each Debtor.

13. The joint administration of these chapter 11 cases will not prejudice or adversely affect the rights of the Debtors’ creditors because the relief sought herein is purely procedural and is not intended to affect substantive rights. Because these chapter 11 cases involve thirty-one (31) Debtors, joint administration will significantly reduce the volume of paper that otherwise would be filed with the Clerk of this Court, render the completion of various administrative tasks less costly, and minimize the number of unnecessary delays. Moreover, joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings, objections, and hearings, and will also allow the U.S. Trustee and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

14. Finally, the joint administration of multiple related cases such as these is common. *See, e.g., In re Payless Holdings LLC*, No. 19-40883 (KAS) (Bankr. E.D. Mo. July 19, 2019) [Docket No.: 131]; *In re Armstrong Energy, Inc.*, No. 17-47541 (KAS) (Bankr. E.D. Mo. Nov. 2, 2017) [Docket No.: 86]; *In re Noranda Aluminum, Inc.*, No. 16-10083 (BSS) (Bankr. E.D. Mo. Feb. 9, 2016) [Docket No.: 75]; *In re Arch Coal, Inc.*, No. 16-40120 (CER) (Bankr. E.D. Mo. Jan. 13, 2016) [Docket No.: 67].

15. For these reasons, the Debtors respectfully submit that the interests of the Debtors, their creditors, and other parties in interest would be best served by joint administration, for procedural purposes only, under the case number assigned to Foresight Energy LP. To optimally and economically administer these chapter 11 cases, the Court should grant the requested relief.

Notice

16. Notice of this Motion will be provided to: (a) the Office of the United States Trustee for Region 13; (b) counsel to the Ad Hoc First Lien Group; (c) counsel to the Ad Hoc Crossover Group; (d) counsel to the Facilities Agent; (e) counsel to the Term Agent; (f) counsel to the Indenture Trustee; (g) counsel to the collateral trustee under the Debtors' secured debt facilities; (h) counsel to the DIP Agent; (i) counsel to DIP Lenders; (j) counsel to Murray Energy Corporation; (k) counsel to Reserves; (l) counsel to Javelin; (m) counsel to Uniper Global Commodities UK Limited; (n) the Internal Revenue Service; (o) the Securities and Exchange Commission; (p) the United States Attorney's Office for the Eastern District of Missouri; (q) the state attorneys general for all states in which the Debtors conduct business; (r) the holders of the thirty (30) largest unsecured claims against the Debtors, on a consolidated basis; (s) counsel to the Committee; and (t) any party that has requested notice pursuant to Bankruptcy Rule 2002 (collectively, the "Notice Parties"). Notice of this Motion and any order

entered hereon will be served in accordance with Local Bankruptcy Rule 9013-3(A)(1). In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

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WHEREFORE, the Debtors respectfully request the entry of the Proposed Order granting the relief requested herein and such other and further relief as is just and proper.

Dated: March 10, 2020
St. Louis, Missouri

Respectfully submitted,
ARMSTRONG TEASDALE LLP

/s/ Richard W. Engel, Jr.

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